

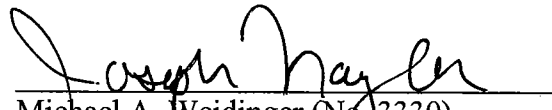
UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

G&G, LLC,)	
)	
Plaintiff,)	Case No. 07-440 (SLR)
)	
-v-)	
)	
James L. Hyde, et al.,)	
)	
Defendants.)	

MOTION OF DEFENDANTS WALNUT INVESTMENT PARTNERS, LP, WALNUT PRIVATE EQUITY FUND, LP, THE WALNUT GROUP, BRAND EQUITY VENTURES II, LP, MILLEVERE HOLDINGS LIMITED, DAVID YARNELL, JAMES GOULD, SIMON WRIGHT, AND WALT SPOKOWSKI TO DISMISS OR STAY AMENDED COMPLAINT OF G&G, L.L.C. PURSUANT TO THE FIRST-TO-FILE DOCTRINE

Defendants Walnut Investment Partners, LP, Walnut Private Equity Fund, LP, The Walnut Group, Brand Equity Ventures II, LP, Millevere Holdings Limited, David Yarnell, James Gould, Simon Wright, and Walt Spokowski (collectively "Moving Defendants") hereby move this Court to dismiss G&G's Amended Complaint pursuant to the "first-to-file" rule recognized by the Third Circuit, and most recently applied in this judicial district in *Time Warner Cable, Inc. v. GPNE Corp.*, 2007 U.S. Dist. LEXIS 52655, at *9 (D. Del. July 20, 2007). Alternatively, the Moving Defendants ask the Court to stay this case in favor of the previously filed and ongoing litigation arising out of the same facts styled *Walnut Investment Partners, LP, et al. v. G&G, LLC, et al.* and pending in the United States District Court for the Southern District of

Ohio under Case No. 1:07-cv-380 ("Ohio Action"). The grounds for this Motion are set forth more fully in the accompanying Opening Brief.



Michael A. Weidinger (No. 3330)

Joseph S. Naylor (No. 3886)

MORRIS JAMES LLP

500 Delaware Avenue

Suite 1500

P.O. Box 2306

Wilmington, DE 19801

Tel: (302) 888-6800

Fax: (302) 571-1750

mweidinger@morrisjames.com

jnaylor@morrisjames.com

- and -

Michael L. Scheier (0055512)

Joseph L. Bruemmer (0079120)

KEATING MUETHING & KLEKAMP PLL

One East Fourth St., Suite 1400

Cincinnati, Ohio 45202

Phone: (513) 579-6952

Fax: (513) 579-6457

mscheier@kmklaw.com

jbruemmer@kmklaw.com

*Attorney for Defendants,
Brand Equity Ventures II, LP, Walnut
Investment Partners, LP, Walnut Private
Equity Fund, LP, The Walnut Group, Millevere
Holdings Limited, David Yarnell, James
Gould, Simon Wright, & Walt Spokowski*